

Approved March 6, 2024

Minutes of the Meeting of the
Oneida County Industrial Development Agency

February 9, 2024

584 Phoenix Drive, Rome, NY /Webex Video/Teleconference

Members Present: Steve Zogby, David Grow, Franca Armstrong, James Genovese, Aricca Lewis, Kristen Martin, Tim Reed.

EDGE Staff Present: Shawna Papale, Steven DiMeo, Maureen Carney, Mark Kaucher, Laura Cohen, Tim Fitzgerald, Bill Van Shufflin.

Others Present: Oneida County Executive Anthony Picente; Andrew Dean and Shaun Kaleta, Oneida County; Jenna Peppinelli, Levitt & Gordon.

Others Present Webex: Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Mark Levitt, Levitt & Gordon.

S. Zogby called the meeting to order at 8:00 AM. He welcomed new members to the board, and asked all present to introduce themselves.

Executive Session

At 8:10 AM A. Lewis moved, and K. Martin seconded a motion to enter executive session to discuss litigation. Motion carried 7-0.

At 8:31 AM D. Grow moved, and T. Reed seconded, a motion to exit executive session. Motion carried, 7-0.

Minutes – December 8, 2023

D. Grow moved to approve the December 8, 2023 minutes. J. Genovese seconded the motion, which carried 7-0.

Appointment of Successor Officers Chairman and Vice Chairman

S. Zogby introduced a resolution appointing S. Zogby as successor Chairman and D. Grow as successor Vice Chairman of the Agency. **F. Armstrong moved, and A. Lewis seconded to approve the resolution appointing S. Zogby as successor Chairman and D. Grow as successor Vice Chairman of the Agency. The motion carried 7-0.**

Chair Zogby introduced a resolution appointing S. Papale as Executive Director and Secretary of the Agency, and T. Fitzgerald as the Assistant Secretary. **F. Armstrong moved, and J. Genovese seconded to approve the resolution appointing S. Papale as Executive Director and Secretary, and T. Fitzgerald as the Assistant Secretary of the Agency. The motion carried 7-0.**

Appointment of Members to Committees

Chair Zogby introduced a resolution appointing the following members to the Agency's Finance, Governance, and Nominating Committees: S. Zogby, D. Grow, F. Armstrong, J. Genovese, A. Lewis, K. Martin, and T. Reed. **T. Reed motioned to approve the resolution appointing the aforementioned members to the Finance, Governance, and Nominating Committees. D. Grow seconded the motion, which carried 7-0.**

Chair Zogby introduced a resolution appointing the following members to the Agency's Audit Committee: S. Zogby, F. Armstrong, and K. Martin. S. Zogby and M. Carney briefly explained to the members what involvement in the committee entails. With no further discussion or questions, **A. Lewis motioned to approve a resolution appointing the aforementioned members to the Agency's Audit Committee. The motion was seconded by D. Grow, and carried 7-0.**

Agency Signatories

Chair Zogby introduced a resolution appointing the following individuals as signatories for the Agency's bank accounts: S. Zogby, D. Grow, and S. Papale. **T. Reed made a motion to approve the listed individuals as signatories for the Agency's bank accounts. The motion was seconded by J. Genovese, and carried 7-0.**

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Appointment of FOIL Officers

S. Papale stated that the Agency needs to re-appoint a FOIL Officer and FOIL Appeals Officer. L. Cohen had previously served as FOIL Officer. **G. Grow made a motion to re-appoint L. Cohen as the Agency's FOIL Officer, and to appoint T. Fitzgerald as FOIL Appeals Officer. The motion was seconded by A. Lewis, and carried 7-0.**

County Executive Picente stated that the Oneida County Local Development Corporation mirrors the Agency board and consists of the same members. The Agency's members are expected to be appointed to the board of the OCLDC in February. S. Papale alerted members that they can expect to also participate in a meeting of the OCLDC in March.

Financials

M. Carney presented the 12/31/2023 interim financial statement. Cash has decreased about 15% over the last 12 months. due to the decrease in net assets and the decrease in liabilities; the balance in cash and cash equivalents in 2023 includes the clawback payment from ECR and the balance in 2022 includes the PILOT payment from Sovena, the net cash available as of 12/31/23 is \$757,233; the net cash balance available as of 12/31/22 was \$918,961. There were six open projects, two of which actually closed in January 2024. **The Agency received and accepted the interim financials as presented, subject to audit.**

West Dacks LLC (Lodging Kit Company, Inc.) Facility – Inducement

Chair Zogby introduced an inducement resolution relating to the West Dacks LLC (Lodging Kit Company, Inc.) Facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$76,431) and reduction of real property tax for a period of ten years on that portion of the Facility relating to the project (valued at \$176,585), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing. S. Papale gave a brief overview of what the company does, and how they've grown recently. She also pointed out that the company has an existing project with the Agency. **D. Grow moved to approve the inducement resolution relating to West Dacks LLC, as presented, and authorizing the Agency to conduct a public hearing. J. Genovese seconded the motion, which carried 7-0.**

EDGE Flex Space Facility – Supplemental Inducement

Chair Zogby introduced a supplemental inducement resolution relating to the EDGE Flex Space Facility, accepting supplemental application materials, authorizing certain amendments to the December 8, 2023 inducement resolution, including amending the preliminary approval for financial assistance in the form of exemptions from sales tax (original value \$61,250, revised value unchanged), exemptions from mortgage recording taxes (original value \$66,060.00, revised value unchanged), and providing for payment of PILOT Payments in accordance with the Agreement Approving PILOT Terms and Allocating PILOT Payments dated October 2013 (Marcy Nanocenter) (payments over 49 years originally estimated at \$8,587,378, now estimated at \$7,389,180), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a second public hearing. S. DiMeo provided background information on the Marcy Nanocenter master PILOT Agreement, and the Flex Space project in particular. He stated that Semikron-Danfoss is expected to lease approximately 30,000 SF of the ~60,000 SF structure. D. Grow asked if there had been any progress relating to the power issues experienced at the existing Danfoss facility. S. DiMeo gave a brief update on the electrical substation in question and how it factors into the Marcy Nanocenter land conveyance. With no further discussion, **J. Genovese moved to approve the supplemental inducement resolution relating to the EDGE Flex Space Facility, as presented, and authorizing the Agency to conduct a second public hearing. D. Grow seconded the motion, which carried 7-0.**

411 Columbia St.

Chair Zogby introduced a resolution authorizing the Agency to (a) submit an offer to purchase property located at 411 Columbia Street, Utica; (b) commence a proceeding under EDPL Article 4 to acquire the property; and (c) confirm the conditions to closing a lease-leaseback transaction with Central Utica Building, LLC have been satisfied. Chair Zogby gave a brief overview of the property in question, and the legal proceedings that have taken place relating to the Agency's decision to acquire the property via eminent domain. **D. Grow moved to approve the motion to approve the resolution as presented. The motion was seconded by F. Armstrong, and carried 6-0, with A. Lewis abstaining.**

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Adjournment

At 9:12 AM D. Grow moved, and J. Genovese seconded, a motion to adjourn. Motion carried, 7-0.

Respectfully Submitted,
Tim Fitzgerald